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NASDAQLISTING QUALIFICATIONS DEPARTMENT
5100 BLACKWELL ROAD
ROCKVILLE MD 20850Gary Sundick
Vice President
Listing QualificationsCERTNAS
001-34242By Facsimile and First Class Mail

January 20, 2009

Ms. Cecile Peters
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549**PROCESSED**

JAN 28 2009

THOMSON REUTERS

Dear Ms. Peters:

This is to certify that on January 20, 2009 The Nasdaq Stock Market (the "Exchange") received from DNB Financial Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, \$1.00 per share

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request

Sincerely,

END